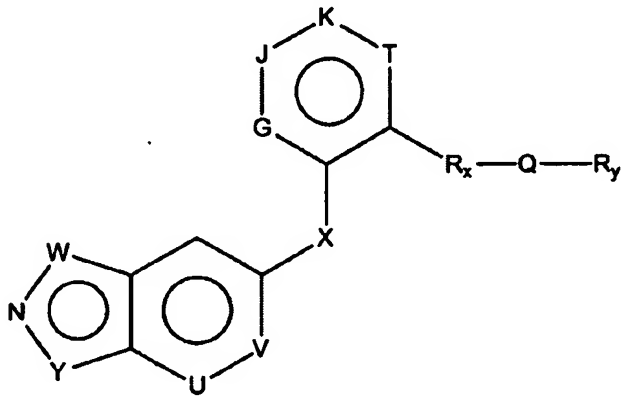
AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions, and listings, of claims in the application:

1. (Currently Amended) A compound including resolved enantiomers, diastereomers, solvates and pharmaceutically acceptable salts thereof, said compound having the Formula:



where

Y is ~~CR^1, O, S, or~~ NR^2;

W is CR^3~~, N, NR^4, S, or O, provided that W is NR^4, S, or O when Y is CR^1 and W is CR^3 or N when Y is NR^2~~;

R^3 is H, NH_2, F, Cl, methyl or substituted methyl;

~~R^4 is H, methyl or substituted methyl;~~

~~R^1 and~~ R^2 [[are]] is ~~independently~~ H, OH, an amine protecting group, Z_n-NR^aR^b, Z_n-$NR^a(C=O)R^b$, Z_n-SO_2R^a, Z_n-SOR^a, Z_n-SR^a, Z_n-OR^a, Z_n-$(C=O)R^a$, Z_n-$(C=O)OR^a$, Z_n-O-$(C=O)R^a$, alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n-cycloalkyl wherein said cycloalkyl is saturated or partially unsaturated, Z_n-heterocycloalkyl wherein said heterocycloalkyl is saturated or partially unsaturated, or Z_n-Ar^1, wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n-cycloalkyl, Z_n-heterocycloalkyl, and Z_n-Ar^1 may be substituted or unsubstituted;

Ar^1 is aryl or heteroaryl, each of which may be substituted or unsubstituted;

R^a and R^b are independently H, OH, an amine protecting group, an alcohol protecting group, an acid protecting group, a sulfur protecting group, alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n-cycloalkyl wherein said cycloalkyl is saturated or partially unsaturated, Z_n-heterocycloalkyl wherein said heterocycloalkyl is saturated or partially unsaturated, or Z_n-Ar^1, wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n-cycloalkyl, Z_n-heterocycloalkyl, and Z_n-Ar^1 may be substituted or unsubstituted,

or R^a and R^b together with the atoms to which they are both attached form a saturated or partially unsaturated heterocycle ring having 1 or more heteroatoms in said ring, wherein said heterocycle may be substituted or unsubstituted and wherein said heterocycle may be fused to an aromatic ring;

Z is alkylene having from 1 to 4 carbons, or alkenylene or alkynylene each having from 2 to 4 carbons, wherein said alkylene, alkenylene, or alkynylene may be substituted or unsubstituted;

n is 0 or 1;

U is CR^c ~~or N~~;

V is CR^c ~~or N~~;

R^c is H, F, Cl, methyl or substituted methyl;

X is O, S, SO, SO_2, NR^5, C=O, CH_2, CH_2Z_n-OH, or $C{=}NOR^d$;

R^5 is H, methyl, or substituted methyl;

R^d is H, PO_3H_2, SO_3H_2, alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n-cycloalkyl wherein said cycloalkyl is saturated or partially unsaturated, Z_n-heterocycloalkyl wherein said heterocycloalkyl is saturated or partially unsaturated, or Z_n-Ar^1, said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n-cycloalkyl, Z_n-heterocycloalkyl and Z_n-Ar^1 may be substituted or unsubstituted;

G, [[H]] K, J, and T independently are N or CR^z, provided that when any of said G, [[H]] K, J, and T are N the total number of G, [[H]] K, J, or T that is N does not exceed 2;

R^z is H, F, Cl, Br, CF_3, OR^6, SR^6, lower alkyl (C_1-C_4), CN, or NR^6R^7;

R^6 and R^7 are independently H, CF_3, lower alkyl (C_1-C_4) or lower heteroalkyl (C_1-C_4);

Q is $-NR^8CONH-$, $-NHCO-$, $-NR^8SO_2NH-$, $-NHSO_2-$, $-CONR^{11}-$;

R^8 is H or lower (C_1-C_4) alkyl;

R^{11} is H or lower (C_1-C_4) alkyl;

R_x is $-(CR^9R^{10})_m-$, $-O(CR^9R^{10})_m-$, $NH(CR^9R^{10})_m-$, or $-S(CR^9R^{10})_m-$ provided that Q is $-CONR^{11}-$ when R^x is $-O(CR^9R^{10})_m-$, $-NH(CR^9R^{10})_m-$, or $-S(CR^9R^{10})_m-$;

R^9 and R^{10} are independently H, or lower alkyl, or R^9 and R^{10} together with the atoms to which they are both attached form a cycloalkyl ring which may be saturated or partially unsaturated;

m is 1-3;

R_y is H, PO_3H, an amine protecting group, an oxygen protecting group, alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n-cycloalkyl wherein said cycloalkyl is saturated or partially unsaturated, Z_n-heterocycloalkyl wherein said heterocycloalkyl is saturated or partially unsaturated, or Z_n-Ar^2, wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n-cycloalkyl, Z_n-Ar^2 and Z_n-heterocycloalkyl may be substituted or unsubstituted;

Ar^2 is aryl or heteroaryl, each of which may be substituted or unsubstituted, wherein said substitution can be 1-3 substituents independently selected from F, Cl, Br, CF_3, CN, alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, $-OR^{12}$, $-SR^{12}$, $-SO_2R^{12}$, $-SO_2NR^{13}R^{12}$, $NR^{13}SO_2R^{12}$, Z_n-cycloalkyl wherein said cycloalkyl is saturated or partially unsaturated, Z_n-heterocycloalkyl wherein said heterocycloalkyl is saturated or partially unsaturated, or Z_n-Ar^1, wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n-cycloalkyl, Z_n-heterocycloalkyl and Z_n-Ar^1 may be substituted or unsubstituted;

R^{12} and R^{13} are independently H, alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, Z_n-cycloalkyl wherein said cycloalkyl is saturated or partially unsaturated, Z_n-heterocycloalkyl wherein said heterocycloalkyl is saturated or partially unsaturated, or Z_n-Ar^1, wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl,

heteroalkynyl, alkoxy, heteroalkoxy, Z_n-cycloalkyl, Z_n-heterocycloalkyl and Z_n-Ar^1 may be substituted or unsubstituted;

wherein when Ar^2 is substituted with $-SO_2NR^{13}R^{12}$, R^{12} and R^{13} can form a cycloalkyl ring or heterocycloalkyl ring that may be substituted or unsubstituted wherein said substitution can be substituents selected from alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n-cycloalkyl wherein said cycloalkyl is saturated or partially unsaturated, $-COR^{12}$, $-SO_2R^{12}$, Z_n-heterocycloalkyl wherein said heterocycloalkyl is saturated or partially unsaturated, or Z_n-Ar^1, wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n-cycloalkyl, Z_n-heterocycloalkyl and Z_n-Ar^1 may be substituted or unsubstituted;

wherein when Q is $-CONR^{11}$, R_y in combination with R^{11} is additionally cycloalkyl ring or heterocycloalkyl ring that may be substituted or unsubstituted with groups selected from alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n-cycloalkyl wherein said cycloalkyl is saturated or partially unsaturated, Z_n-heterocycloalkyl wherein said heterocycloalkyl is saturated or partially unsaturated, Z_n-Ar^1, $-COR^{14}$, or $-SO_2R^{14}$, wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n-cycloalkyl, Z_n-heterocycloalkyl, Z_n-Ar^1, $-COR^{14}$, and $-SO_2R^{14}$ may be substituted or unsubstituted; and

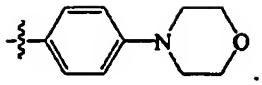
R^{14} is alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, Z_n-cycloalkyl wherein said cycloalkyl is saturated or partially unsaturated, Z_n-heterocycloalkyl wherein said heterocycloalkyl is saturated or partially unsaturated, or Z_n-Ar^1, wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n-cycloalkyl, Z_n-heterocycloalkyl, and Z_n-Ar^1 may be substituted or unsubstituted.

2. (Original) The compound of claim 1, wherein W is <u>CH</u> ~~CH_2 and Y is NR^3~~.

3. (Original) The compound of claim 1, wherein G, J, K and T are CR^2.

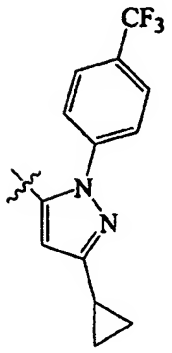
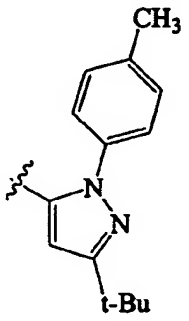
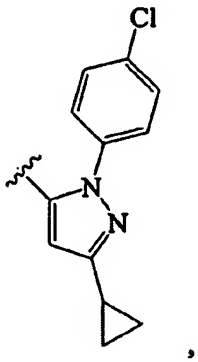
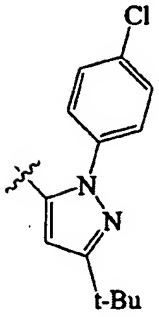
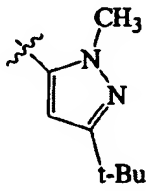
4. (Original) The compound of claim 1, wherein X is NH, S, or O.

5. (Original) The compound of claim 1, wherein R_x is CH_2 and Q is -NHCO-.

6. (Original) The compound of claim 6, wherein R_y isopropyl or  .

7. (Original) The compound of claim 1, wherein R_x is CH_2 and Q is $-NR^8CONH-$.

8. (Original) The compound of claim 8, wherein R_y is

 ,  ,  ,  , or  .

9. (Original) A composition comprising a compound of claim 1 and a pharmaceutically acceptable carrier.

10. (Withdrawn) A method of treating or preventing a p38-mediated condition in a human or animal, comprising administering to said human or animal a compound of claim 1 in an amount effective to treat or prevent said p38-mediated condition or a pharmaceutical composition comprising said compound.

11. (Withdrawn) The method of claim 11, wherein said p38-mediated condition is inflammatory disease, autoimmune disease, destructive bone disorder, proliferative disorder, infectious disease, viral disease, or neurodegenerative disease.

12. (New) The compound of claim 1, wherein R^c is H.

13. (New) The compound of claim 1, wherein R_x is $-(CR^9R^{10})_m-$.

14. (New) The compound of claim 1, wherein R_y is Z_n-cycloalkyl, Z_n-heterocycloalkyl or Z_n-Ar^2.